

Melanie Gray (admitted pro hac vice)  
Lydia Protopapas (LP 8089)  
Jason W. Billeck (admitted pro hac vice)  
WEIL, GOTSHAL & MANGES LLP  
700 Louisiana, Suite 1600  
Houston, Texas 77002  
Telephone: (713) 546-5000  
Facsimile: (713) 224-9511

Richard A. Rothman (RR 0507)  
Bruce S. Meyer (BM 3506)  
Lori L. Pines (LP 3005)  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

James J. Dragna (admitted pro hac vice)  
BINGHAM MCCUTCHEN LLP  
355 South Grand Avenue, Suite 4400  
Los Angeles, California 90071  
Telephone: (213) 680-6400  
Facsimile: (213) 680-6499

Duke K. McCall, III (admitted pro hac vice)  
BINGHAM MCCUTCHEN LLP  
2020 K Street, NW  
Washington, DC 20006  
Telephone: (202) 373-6000  
Facsimile: (202) 373-6001

*Counsel for Anadarko Petroleum  
Corporation and Kerr-McGee Corporation*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re

TRONOX INCORPORATED, *et al.*,

Debtors.

Chapter 11

Case No. 09-10156 (ALG)

Jointly Administered

TRONOX INCORPORATED, TRONOX  
WORLDWIDE LLC f/k/a Kerr-McGee  
Chemical Worldwide LLC, and TRONOX  
LLC f/k/a Kerr-McGee Chemical LLC,

Plaintiffs,

v.

ANADARKO PETROLEUM  
CORPORATION AND KERR-MCGEE  
CORPORATION,

Defendants.

Adversary Proceeding No. 09-01198 (ALG)

THE UNITED STATES OF AMERICA,

Plaintiff-Intervenor,

v.

TRONOX, INC., TRONOX  
WORLDWIDE LLC, TRONOX LLC,  
KERR-MCGEE CORPORATION, and  
ANADARKO PETROLEUM  
CORPORATION,

Defendants.

**NOTICE OF DEFENDANTS ANADARKO PETROLEUM CORPORATION AND  
KERR-MCGEE CORPORATION'S MOTION TO COMPEL THE PRODUCTION OF  
DOCUMENTS BY PLAINTIFF-INTERVENOR THE UNITED STATES OF AMERICA**

PLEASE TAKE NOTICE, that upon the annexed Motion, dated July 9, 2010 (the "Motion"), and the Declaration of Duke K. McCall, III, executed July 9, 2010, the Declaration of Jason W. Billeck, executed July 9, 2010, the Declaration of David M. Halverson, executed July 9, 2010, and the Declaration of Jason E. Glass, executed on July 9, 2010, Defendants Anadarko Petroleum Corporation and Kerr-McGee Corporation (collectively, the "Defendants"), will move for an order, pursuant to Fed. R. Civ. P. 34 and 37 (as incorporated by Federal Rules of Bankruptcy Procedure 7034 and 7037), seeking to compel the production of documents by Plaintiff-Intervenor the United States of America, as more fully set forth in the Motion. A hearing will be held before the Honorable Allan L. Gropper, United States Bankruptcy Judge, in Room 617 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on August 5, 2010.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the

Local Rules of the Bankruptcy Court, set forth the legal and factual basis therefor, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-242 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), and served in accordance with General Order M-242, and on (i) the chambers of the Honorable Allan L. Gropper, One Bowling Green, New York, New York 10004, Courtroom 601; (ii) Weil, Gotshal & Manges LLP, attorneys for the Defendants, 767 Fifth Avenue, New York, New York 10153 (Attn: Richard A. Rothman, Esq., Bruce S. Meyer, Esq., and Lori L. Pines, Esq.) and 700 Louisiana, Suite 1600, Houston, Texas, 77002 (Attn: Melanie Gray, Esq., Lydia Protopapas, Esq., and Jason W. Billeck, Esq.); (iii) Bingham McCutchen LLP, attorneys for the Defendants, 355 South Grand Avenue, Suite 4400, Los Angeles, California 90071 (Attn: James J. Dragna, Esq.), and 2020 K Street, NW, Washington, DC 20006 (Attn: Duke K. McCall III, Esq.); (iv) Pillsbury Winthrop Shaw Pittman LLP, attorneys for the Official Committee of Equity Holders of Tronox Inc., 1540 Broadway, New York, New York 10036 (Attn: David A. Crichlow, Esq.); (v) Kasowitz, Benson, Torres & Friedman LLP, attorneys for the Official Committee of Unsecured Creditors, 1633 Broadway, New York, New York 10019 (Attn: David M. Friedman, Esq.); (vi) the United States Attorneys Office, 86 Chambers Street, New York, New York 10007 (Attn: Joseph Pantoja, Esq.); and, (vii) the Office of the United States Trustee, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Susan D. Golden), so as to be filed and received no later than 4:00 p.m. (Prevailing Eastern Time), July 23, 2010 (the "Objection Deadline").

If no objections are timely filed and served with respect to the Motion, the Court may enter the order attached hereto with no further notice or opportunity to be heard or offered to any party.

New York, New York

Dated: July 9, 2010	Respectfully submitted,
<u>/s/ Melanie Gray</u> Melanie Gray (admitted pro hac vice) Lydia Protopapas (LP 8089) Jason W. Billeck (admitted pro hac vice) WEIL, GOTSHAL & MANGES LLP 700 Louisiana, Suite 1600 Houston, Texas 77002 Telephone: (713) 546-5000 Facsimile: (713) 224-9511  Richard A. Rothman (RR 0507) Bruce S. Meyer (BM 3506) Lori L. Pines (LP 3005) WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue New York, New York 10153 Telephone: (212) 310-8000 Facsimile: (212) 310-8007	<u>/s/ Duke McCall, III</u> Duke K. McCall, III Bingham McCutchen LLP 2020 K Street, NW Washington, DC 20006-1806 202.373.6000 202.373.6001(fax) duke.mccall@bingham.com  James J. Dragna (admitted pro hac vice) BINGHAM MCCUTCHEN LLP 355 South Grand Avenue, Suite 4400 Los Angeles, California 90071 Telephone: (213) 680-6400 Facsimile: (213) 680-6499  <i>Counsel for Anadarko Petroleum Corporation and Kerr-McGee Corporation</i>